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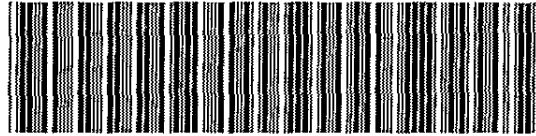
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers MAR 21 2007

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Lo-Key Entertainment, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Clifford Henfield

Name (Printed or typed)

316 South Swinton Avenue

Address

Delray Beach, Florida 33444

City, State & Zip

(561) 789-8089

Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF



LO-KEY ENTERTAINMENT, INC.
(Organized under the for profit corporation laws of Florida)

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LO-KEY ENTERTAINMENT, INC.
(Organized under the for profit corporation laws of Florida)

In Compliance with Chapters 607 and 621, F.S., (For Profit)

ARTICLE I – NAME

The name of the Corporation shall be **LO-KEY ENTERTAINMENT, INC.**

ARTICLE II – PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The place in this state where the principal office of the Corporation is to be located is the City of Delray Beach, Pam Beach County, Florida. The principal place of business and mailing address of this Corporation shall be:

LO-KEY ENTERTAINMENT, INC.
316 South Swinton Avenue
Delray Beach, Florida 33444

ARTICLE III – PURPOSES

The Corporation is organized exclusively for music production and entertainment.

The specific purposes for which the Corporation is organized are described as follows: LO-KEY ENTERTAINMENT, INC. is specifically organized as a for profit organization with the purpose of music production and artist development. LO-KEY ENTERTAINMENT, INC., focus is to provide every music service needed for aspiring artist and established entertainers. This includes but is not limited to which specializes in the management, recording, recording distribution and representation of musical artists.

ARTICLE IV – SHARES OF STOCK

Then number of shares of that LO-KEY ENTERTAINMENT, INC. is authorized to have is five.

ARTICLE V – DIRECTORS/OFFICERS

The names and addresses of the persons who are the Directors/Officers and members of the Board of Directors of LO-KEY ENTERTAINMENT, INC., are:

<u>Name</u>	<u>Address</u>
Daniel Wright, <i>Director</i>	316 S. Swinton Avenue Delray Beach, Florida 33444
Clifford Henfield, <i>Director</i>	316 S. Swinton Avenue Delray Beach, Florida 33444

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ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The *initial* registered office of LO-KEY ENTERTAINMENT, INC.

316 S. Swinton Avenue
Delray Beach, Florida 33444

The name of the *initial* registered agent of the Corporation at the aforementioned address is the Managing Director/Partner Clifford Henfield.

ARTICLE VII – INCORPORATORS

The names and addresses of the persons, who are the incorporators of LO-KEY ENTERTAINMENT, INC., are:

<u>Name</u>	<u>Address</u>
Daniel Wright, <i>Incorporator</i>	316 S. Swinton Avenue Delray Beach, Florida 33444
Clifford Henfield, <i>Incorporator</i>	316 S. Swinton Avenue Delray Beach, Florida 33444

ARTICLE VIII – PRESIDENT

The Founding Presidents of the Corporation shall be the following named person whose address shall be the same as the initial principal office of the Corporation as set forth in Article II hereof: Daniel Wright and Clifford Henfield.

ARTICLE IX – MANNER OF ELECTION OF OFFICERS AND DIRECTORS

The manner in which the Officers and Directors are elected or appointed is as follows: The method of election of directors will be expressed and explained within the Corporation By Laws.

ARTICLE X – CAPITAL STOCK

The Corporation shall have 5 shares of capital stock and shall be composed of members rather than shareholders.

ARTICLE XI – MEMBERSHIP

The persons so named in Article VII hereof, will constitute the official Board of Directors as well as the *initial* members of LO-KEY ENTERTAINMENT, INC., Ex-officio directors, non-voting Directors and Advisors will be elected in accordance with the By Laws of the Corporation.

ARTICLE XII - MEMBERSHIP QUALIFICATIONS

LO-KEY ENTERTAINMENT, INC., shall be open to persons who follow the guidelines and By Laws established by the organization's official Board of Directors/Trustees.

Members shall be approved by the Board of Directors and expected to subscribe to the policies of the Corporation: The members of this Corporation shall be the persons who, from time to time, are the members of the Board of Directors of this Corporation.

Members and must have a vested interest in property acquisition and real development.

ARTICLE XIII – VOTING RIGHTS

Any person who has been accepted as a member of LO-KEY ENTERTAINMENT, INC., has the right and privilege to participate in the activities thereof. Each member shall have one vote.

ARTICLE XIV – MEMBERSHIP RIGHTS AND OBLIGATIONS

Membership in this Corporation is personal and is not transferable or assignable.

Members shall be free to relinquish their membership at their discretion. A voting member may choose resign his membership as a member of this Corporation as is further discussed in the By Laws of the Corporation.

Participation in activities that are counterproductive to the goals and By Laws of LO-KEY ENTERTAINMENT, INC. is reason enough for dismissal or termination of membership, until such time as the governing board shall determine appropriate.

The governing board shall be free to terminate or revoke a member's membership and rights at any time at its discretion. The determination by the Board of Directors, that such termination of membership would be in the best interests of the Corporation may be without cause, except as otherwise stated in the Corporation by Laws.

ARTICLE XV – CONSTITUTION AND BY LAWS

In order to insure the discipline of order, LO-KEY ENTERTAINMENT, INC., shall establish a Constitution and By Laws.

ARTICLE XVI – POLITY AND ACCOUNTABILITY

LO-KEY ENTERTAINMENT, INC., while maintaining its inherited rights to sovereignty in the conduct of its own affairs, this organization may voluntarily enter into joint ventures with other corporations.

ARTICLE XVII – CONFLICT OF INTEREST POLICY

Any director, officer, or employee who has an interest in contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the corporation's interest.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such persons must not vote on, nor use his personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussion or deliberation with respect to such contract or transaction. Such persons may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made the vote thereon, the absenteeism from voting and participation, and whether a quorum was present.

ARTICLE XVIII – LIMITATIONS AND PROHIBITIONS

The corporate powers of this Corporation are as provided in Section 621, Florida Statutes. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE XIX – SETTLEMENT OF DISPUTES

The Corporation agrees that it will settle internal disputes in accordance with the criterion, corporate policy, guidelines, and directives as set forth in and regulated by the authority of the By Laws of LO-KEY ENTERTAINMENT, INC.

ARTICLE XX - LIABILITIES FOR DEBTS

Neither the members, officers, nor the members of the Board of Directors of LO-KEY ENTERTAINMENT, INC., shall be personally liable for the debts of the Corporation.

ARTICLE XXI - TERM OF EXISTENCE

The Corporation shall have a perpetual existence. The Corporate existence commences on March 15, 2007 the date of approval of the Articles of Incorporation by the Secretary of State, State of Florida.

ARTICLE XXII - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved to a Members' Meeting by a majority of the Members, unless all Directors and all Members sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

ARTICLE XXIII - EFFECTIVE DATE

These Articles of Incorporation of LO-KEY ENTERTAINMENT, INC. shall be effective immediately upon approval of the Secretary of State, State of Florida.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

3/16/07

Date



Signature/Incorporator

3/16/07

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA